

Exhibit 2.14
Docket No. 3720-WR-107
Witness: Eric Rothstein
May 14, 2010

Public Service Commission of Wisconsin
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Eric P. Rothstein, CPA

Principal

Education

MA, Economics, University of California-Davis, 1983
A.B., Economics, Ripon College, 1981



Distinguishing Qualifications

- ◆ Expert in water, wastewater and stormwater utility strategic and financial management, financial capability assessments, development of rates and charges, capital financing, evaluation of public / private partnerships and regionalization.
- ◆ National leadership roles in water and wastewater industry professional societies including the American Water Works Association (Strategic Management Practices Committee, Rates & Charges), and Water Environment Federation (Utility Management Committee), and International Water Association (Economics and Statistics Group)

Key Project Experience:

For the **City of Atlanta's** multi-billion dollar CSO-SSO program, Mr. Rothstein served as the Department of Watershed Management's primary coordinator for its \$850 million Series 2004 Water and Wastewater Revenue bond issue, for implementation in 2006 of its Tax-Exempt Commercial Paper program (with a shelf registration of \$1.2 billion), and most recently for its \$600 million 2009A Series Water and Wastewater Revenue bond issue. Mr. Rothstein has led the development of strategic financial planning tools for water and sewer rate development and policy-level consideration of overall program financing strategies and rate adjustments (as well as detailed project expenditure, status, and schedule tracking).

For several wastewater permittees facing Consent Decrees including the **Northeast Ohio Regional Sewer District, Metropolitan Sewer District of St. Louis, and the City and County of Honolulu**, Mr. Rothstein has assisted in the conduct of financial capability assessments per EPA prescribed methodologies and in the development of alternative approaches to assessment that more appropriately reflect utility capital financing options. These efforts have been used in the formulation of negotiation positions related to the scope and schedule of potential Consent Decree provisions.

For the **National Association of Clean-Water Agencies**, Mr. Rothstein served as Principal Author for the development of the association's *Financial Capability and Affordability in Wet Weather Negotiations* White Paper. The paper provides a critical review of the U.S. Environmental Protection Agency's (EPA's) established policies and guidance on financial capability assessments for wet weather programs and offers practical guidance for negotiations on enforcement policies and practices related to consideration of financial capability. The paper suggests a variety of modifications to EPA's assessment methods and enforcement practices – particularly the importance of expanding financial capability considerations to include the breadth of wet weather related compliance requirements.

Following USEPA indications of prospective review and revision of its financial capability assessment guidance, Mr. Rothstein prepared a draft set of guiding principles for conduct of financial capability assessments (and thereby revisions to EPA's policy). An Appendix to these guiding principles went further to offer the framework for a fundamental revision to the methodological approach to financial capability assessments. This framework employs the concepts of 'portfolio management' of environmental investments to enable prioritization and scheduling of water quality improvements from a more holistic perspective. A draft of the guiding principles document was transmitted to USEPA in January 2007 in an effort to foster a continuing dialog with USEPA.

For the **Association of Ohio Metropolitan Wastewater Agencies**, Mr. Rothstein contributed to the development of a white paper entitled *Towards Sensible Investment in Ohio's Water Quality* which outlined problems with the EPA guidance on Financial Capability Assessment and advocated for a state specific framework for the State of Ohio. This white paper provided the basis for introduction of the Clean Water Affordability Act (Voinovich/Brown) in the U.S. Senate in 2009.

For the **Rock River Water Reclamation District**, Mr. Rothstein is performing a comprehensive financial planning study including delineation of financial policies for the District, update and revision of analyses used to impose Plant Equity Fees, construction of a strategic financial planning model and performance of a cost-of-service analysis. Initial strategic financial planning identified the need for a multi-year rate increase program to support almost \$200 million in prospective capital improvements.

For the **Green Bay Metropolitan Sewerage District**, Mr. Rothstein facilitated a strategic planning process that largely employed the five step planning process described in the AwwaRF project *Development of a Strategic Business Plan* (December 2002). Using principles of Portfolio Management to evaluate and select among alternative "strategic investment options", GBMSD established new directions that contemplate a fundamental shift in the role it has served in its 75 year history. GBMSD is transitioning from a traditional provider of wastewater interception and treatment services to one in which it is actively promoting regional collaboration in the delivery of sustainable environmental services throughout the northeast Wisconsin region. Mr. Rothstein has also been engaged to support GBMSD's ongoing Solids Management Planning project and is assisting in the development of financial policies as well as construction of a strategic financial planning model.

For **Seminole County, Florida**, Mr. Rothstein led the collaborative development of long-term (30-year) capacity rights - water supply agreement terms for up to 17 potential project partner utilities in three (3) counties in Central Florida. The agreement contemplated financing of a \$0.75 billion surface water supply system. Project tasks included facilitation of partner meetings, development of proposed contract terms and conditions, evaluation of project financing approaches, and various presentations to key project stakeholders.

For the **Egyptian Ministry of Housing, through a USAID contract**, Mr. Rothstein has developed guidance on tariff setting, capital project prioritization, and strategic planning for the newly established water and wastewater sector regulatory agency. The project has involved the development of a guidance manual, detailed financial planning and cost-of-service analysis modeling, and testing of financial analysis and prioritization tools with four major Egyptian utilities. Mr. Rothstein has also provided presentations on financial planning and strategic planning principles to USAID staff and Technical Assistance contractors.

For the **Honolulu Board of Water Supply (HBWS)**, initially through an **AwwaRF** tailored collaboration project: *Development of a Strategic Business Plan*, Mr. Rothstein demonstrated the application of portfolio management methods to the development of a strategic plans for water, wastewater, and stormwater utilities. Mr. Rothstein also served as Project Manager for several efforts with HBWS that included issuance of its Series 2006 revenue bonds, development of its Water System Capital Plan and evaluation of its Water System Facility Charges.

For **DeKalb County, GA**, Mr Rothstein is leading the planning and implementation of the Atlanta metropolitan area's first County-wide stormwater utility. This stormwater utility implementation is consistent with MNGWPD implementation recommendations (see below), provides for billing based on impervious area measures of non-

residential land parcels, and will enable enhanced level of service for the County's drainage system as well as redress of emerging water quality challenges.

For the **City of Houston**, Mr. Rothstein managed the development of a Regional Plan for conversion of north and west Harris County groundwater to surface water resources. This 30-year plan contemplated the development of \$2.7 billion of infrastructure investment, regional water supply contracts with over 300 municipal utility districts, and the delivery of a new surface water treatment using a Design/Build, Operate procurement process.

Mr. Rothstein was also the principal technical analyst for the **American Water Works Association Research Foundation's (AwwaRF)** industry leading project: '*Balanced Evaluation of Public-Private Partnership Options*' and has served as a Task Leader for AwwaRF projects on *Capital Planning Strategy* and *Asset Management Planning and Reporting Options*.

Previously, Mr. Rothstein served in several financial management positions for the City of Austin, Texas. In this capacity, he directed staffs of up to 22 members in utility ratemaking, evaluation of regionalization alternatives and proposed utility investments, analysis of capital financing options, internal control evaluation, and revenue forecasting.

Additional Project Experience

Mr. Rothstein has also served as Project Manager for numerous stormwater, water and wastewater utility rate and fee development projects, specializing in public involvement and innovative rate design. These projects have included all aspects of rate and fee development including the determination of revenue requirements, cost allocation, rate design, and legal review. Mr. Rothstein has worked for clients throughout North America including:

- ◆ **Cleveland, Ohio:** Water and Wastewater Utility Rates
- ◆ **Eugene, Oregon:** Stormwater, Transportation, Wastewater, System Development Charges
- ◆ **Honolulu Board of Water Supply:** Water Utility Rates and Water System Facility Charges
- ◆ **Honolulu Department of Environmental Services:** Wastewater Utility Rates and SDCs
- ◆ **Oak Creek Water and Sewer District, Wisconsin,** Wholesale Water Rates
- ◆ **Provo, Utah:** Stormwater, Water and Wastewater SDCs
- ◆ **Salem, Oregon:** Stormwater, Water and Wastewater Utility Rates and SDCs
- ◆ **Tucson, Arizona:** Water and Wastewater Utility Rates
- ◆ **Winnipeg, Manitoba:** Water and Wastewater Utility Rates

Mr. Rothstein has also served as Project Manager for a broad range of strategic financial planning engagements including revenue bond feasibility studies featuring presentations to bond rating agencies, financial inspections, and prioritization of capital improvement programs including:

- ◆ **Augusta – Richmond County, GA:** Financial Planning and Bond Feasibility
- ◆ **Clayton County Water Authority, GA:** Financial Planning and Bond Feasibility
- ◆ **Honolulu Board of Water Supply:** Financial Planning and Bond Feasibility
- ◆ **Honolulu Department of Environmental Services:** Financial Planning and Bond Feasibility
- ◆ **Fier, Albania:** Institutional Strengthening and System Sustainability
- ◆ **Forsyth County, GA:** Financial Planning and Bond Feasibility
- ◆ **Portland Bureau of Environmental Services, Oregon:** Stormwater Mgmt. Program Prioritization

Certifications / Professional Licenses

Certified Public Accountant

Oregon, License No. 7998, June 1995

Membership in Professional Organizations

American Water Works Association

- Strategic Management Practices Committee
- Rates and Charges Sub-Committee
 - Chair, *Water Rate Structures and Pricing*, AWWA M34
 - Member, *Water Rates*, AWWA, M1

International Water Association

- Economics and Statistics Specialist Group
- Editorial Board, *Utility Management International*

National Association of Clean Water Agencies

Water Environment Federation

- Utility Management Committee
 - Chair, Finance and Administration Sub-Committee
 - Chair, *Financing and Charges for Wastewater Systems* (M27) Manual of Practice Task Force
 - Coordinator, Asset Management Hot Topics Workshops, 2005 - 2007

Presentations / Seminars

“Socially Responsible Investment in Water Quality: Balancing Community Priorities and Pricing”, American Water Works Association Annual Conference and Exposition, Atlanta, GA, June 2009.

“Adaptive Financial Management”, CSO Partnership, Chicago, April 2009

“Capital Financing Strategies and Constraints: Lessons of the Political Economy “, National Association of Clean Water Agencies Winter Conference, Atlanta, GA, February 2009.

“Recognizing Sustainability Factors: Improved Prioritization of Water Quality Investments”, National Association of Clean Water Agencies Summer Conference, Anchorage, AL, July 2008 (also at Illinois and Texas joint water and wastewater conferences – April, 2009, Wisconsin Water Association Conference, September 2009)

“Atlanta’s Water and Wastewater System Financing: An Update“, American Water Works Association Annual Conference and Exposition, Atlanta, GA, June 2008.

“Inside/Outside Rates: Forthcoming Refinements in the M1 Manual”, American Water Works Association Annual Conference and Exposition, Atlanta, GA, June 2008.

Planning for Evaluation: Maximizing Returns of Water Efficiency Programs”, American Water Works Association – Wisconsin Section Annual Conference, Green Bay, WI, Sept. 2007.

“Financial Capability Assessments & Affordability: Implications of EPA Criteria”, American Water Works Association Annual Conference and Exposition, June 2007

“Proven Financial Management Fundamentals Demonstrated Through National & International Case Studies” presented at the Illinois Section, American Water Works Association conference, Springfield, IL, March 2007

“National Trends Define Strategic Planning Imperatives,” presented at the Wisconsin Section, American Water Works Association conference, Wisconsin Dells, WI, September 2006, and Wisconsin Water Environment Association Government Affairs seminar, Madison, WI, March 2007.

“Financial Capability and the Cost of Clean” presented at the National Association of Clean Water Agencies, Winter Conference, St. Petersburg, FL, February 2007.

“Principles of Asset Management,” presented as the opening session for the 2-day Asset Management Hot Topics specialty workshops sponsored by the Water Environment Federation. Sessions held in Albuquerque, NM; Cincinnati, OH; Milwaukee, WI; Seattle, WA; Tampa, FL.

“Financial Capability and Affordability Issues in Utility Management,” presented at the Joint Meeting of the Missouri Water Environment Association and the Missouri Section of the American Water Works Association, Tan-Tar-A Resort, MO, March 2006.

“Navigating the Perfect Storm of Utility Finance: Strategic Financial Planning,” pre-conference workshop presentation at the 2005 AWWA Annual Conference and Exposition, San Francisco, June 2005.

“Rate Options and Rate Change Acceptance,” presented at the National Association of Clean Water Agencies Annual Winter Conference, San Antonio, TX, February 2005.

“The Role of IT in Competitive, Customer Responsive Utilities,” pre-conference workshop presentation at the 2005 AWWA Annual Conference and Exposition, San Francisco, June 2005.

“Starting with a Clean Slate: The City of Atlanta Experience,” presented at the 2005 AWWA-WEF Joint Management Conference, Atlanta, GA, March 2005.

“Financing the Clean Water Atlanta Initiative: Weathering the Perfect Storm,” presented at the 2004 Five Cities Conference, St. Louis, MO, August 2004.

“EPA Financial Capability Assessment: Lessons from the Atlanta Experience,” presented at the USEPA CSO Workshop on the 10th Anniversary of the CSO Policy, Chicago, IL, April 2004.

“Everything You Always Wanted to Know About Wastewater Rates: The Financing and Charges for Wastewater Systems Manual,” pre-conference workshop presentation at the 2005 AWWA-WEF Joint Management and 2004 WEFTEC Conferences.

“Financing the Clean Water Atlanta Initiative - Weathering the Perfect Storm,” Keynote Address, Five Cities Plus conference, St. Louis, MO, August 19, 2004.

“Integrating Asset Information: Building the Foundation to Meet Emerging Utility Management Challenges,” presented at the Water Environment Association of Utah, April 2, 2003.

“Water Supply Trading: Regional Compliance with Subsidence District Groundwater Reduction Targets,” presented at the Texas Water 2001 conference, Houston, TX, April 5, 2001.

“Alternative Project Delivery: Attributes, Implications, Market Trends,” presented at the Government Finance Officers Association of Texas Spring 2000 Conference, April 2000.

“SDCs in Oregon ... At the Movies” presented at the American Public Works Association - Oregon Chapter 1999 Spring Conference, Welches, OR, April 28-30, 1999

"Public Involvement in Utility Ratemaking," presented at the American Water Works Association's 1997 National and 1996 Conserv'96 conferences.

"Ensuring Adoption of Proposed Rates," presented at the American Water Works Association's 1st and 2nd Annual Working Retreats on Public Participation.

Publications

"Developing A Financially Sustainable Capital Program To Meet Consent Decree Requirements", *Proceedings of the Water Environment Federation Technology Exposition and Conference (WEFTEC)*, October 2009

"Regionalization of Water Service in Central Florida: Capacity Rights Contracting for the Yankee Lake WTF", *Proceedings of the American Water Works Association (AWWA) Annual Conference and Exposition*, June 2007 and the *Florida Water Resources Conference*, April 2007

"Affordability Tools," Section 8: *Affordability Special Publication*, Water Environment Federation, 2007.

"Maturation of the Public-Private Partnership Market", *Proceedings of the American Water Works Association (AWWA) Annual Conference and Exposition*, June 2007

"Tough Choices in Paradise: Capital Project Prioritization on Oahu," with Ross Kaneko, Barry Usagawa, Scott Muraoka and Jason Takaki, *Proceedings of the American Water Works Association (AWWA) – Water Environment Federation (WEF) Joint Management Conference*, February 2007 and *Proceedings of the American Water Works Association (AWWA) Annual Conference and Exposition*, June 2007 (forthcoming).

"Financing the Clean Water Atlanta Initiative," *Proceedings of the Water Environment Federation Technology Exposition and Conference (WEFTEC)*, October 2006.

"Financial Sustainability as a Foundation for Infrastructure Development and Management: Best Practices" with Deborah Galardi, *Proceedings of the 2007 International Water Association World Water Congress and Exposition*, Beijing, China, September 2006

"Affordability of Wastewater Service: Assessment & Options for Regulatory & Programmatic Relief," *Proceedings of the Joint American Water Works Association (AWWA) – Water Environment Federation (WEF) Management Conference*, February 2006.

"Financial Capability and Affordability in Wet Weather Negotiations" (Principal Author), National Association of Clean Water Agencies White Paper, October 2005.

"Resurrection of Public Water Service in Atlanta, Georgia: Reintegration of Utility Management Systems in Municipal Government," with Benjamin Kuku, Melinda Langston, and Sheila Pierce, *Proceedings of the American Water Works Association (AWWA) Annual Conference and Exposition*, June 2004.

"Water Security: Implementing Security Measures in a Cost Effective Manner," with Bill Desing and Ken Thompson, *Proceedings of the American Water Works Association (AWWA) Annual Conference and Exposition*, June 2004.

"Strategic Planning By Water Utilities: A Review Of Private Sector And Leading Water Utilities' Experience," with Gina Wammoth, *Proceedings of the American Water Works Association (AWWA) – Water Environment Federation (WEF) Joint Management Conference*, March 2004.

"Building Financial Capacity For Benchmark Performance: Augusta Utilities Rounds 'Amen Corner,'" with Steve Little, Norman Pearson, and Lawrence Scott, *Proceedings of the American Water Works Association (AWWA) – Water Environment Federation (WEF) Joint Management Conference*, March 2004.

Development of a Strategic Planning Process, with Gina Wammock, American Water Works Research Foundation, tailored collaboration project with the Honolulu Board of Water Supply, Project #2745, March 2003.

"Conservation in the Portfolio of Water Supply Options for Regional Reservoir Planning," with E. Allison Keefer, Regional Reservoir Coordinator, Georgia Dept. of Natural Resources and Mary A. Elfner, Water Conservation Coordinator, Georgia Dept. of Natural Resources, *Proceedings of the 2003 Georgia Water Resources Conference*, April 2003.

"Take Time for Paradise: Parallels Between Baseball and Utility Management," with Elisa Speranza, *Proceedings of the American Water Works Association (AWWA) – Water Environment Federation (WEF) Joint Management Conference*, February 2003.

"Strategic Financial Planning for Major Infrastructure Investment Programs: Model Development to Support the City of Atlanta's CSO-SSO Program Implementation," with Michael Mynhier, Peter Bredehoeft, and Cody Stanger, *Proceedings of the WEFTEC 2002 Conference*, October 2002. Republished in *Utility Executive*, Water Environment Federation, May/July 2003 edition.

"Mastering Program Management Strategy & Tactics: A Synthesis of Tools to Defeat Implementation Paralysis," *Proceedings of the American Water Works Association (AWWA) Annual Conference and Exposition*, June 2002.

"Development of a Strategic Business Plan: Portfolio Management for Public Utilities" with Donna Kiyosaki, *Proceedings of the American Water Works Association (AWWA) Annual Conference and Exposition*, June 2002, reprinted in *Journal AWWA*, vol. 95, no. 1 (January 2003), pp. 52-65.

"Pricing and Regionalization," *Proceedings of the American Water Works Association (AWWA) Annual Conference and Exposition*, June 2001.

"Structured Alternative Project Delivery Procurement," with Douglas Herbst and Fred Bauhof, *Proceedings of the American Water Works Association (AWWA) Annual Conference and Exposition*, June 2001

"Regional Conversion of Surface Water Supplies in Harris County, Texas," *Proceedings of the American Water Works Association (AWWA) Annual Conference and Exposition*, June 2001.

"Virtual Stormwater Utilities: A 21st Century Response to Emerging Watershed Requirements," *Proceedings of the American Water Works Association (AWWA) – Water Environment Federation (WEF) Joint Management Conference*, February 2001.

"Public-Private Partnership Decisions: A Structured Process from the American Water Works Research Foundation," *Water Utility Executive*, Water Environment Federation, September/October 2000.

"Regionalization of Houston Area Water Service: Leveraging Past Investments and a Competitive Utility Market to Secure Future Economic Development," *Proceedings of the American Water Works Association (AWWA) Annual Conference and Exposition*, June 2000.

"Structured Evaluation of Public-Private Partnership Options: An Example of O&M Cost Reduction Strategy Selection," *Proceedings of Texas Water '99*, April 6-9, 1999.

"A Priority System for Multimodal and Intermodal Transportation Planning," with Miley Merkhofer and Marcy Schwartz, *Proceedings of the Sixth TRB Conference on the Application of Transportation Planning Methods*, June 1997.

"Prioritization of Water Utility Capital Spending: An Analysis Framework," with David G. Burna, *Proceedings of the 1997 American Water Works Association Annual Conference and Exposition*, June 1997, pp. 103-118.

"Implications of Water and Wastewater Restructuring on Utility Ratemaking," *Proceedings of the AWWA/WEF Joint Management Conference*, February 1997.

"Modeling Privatization Decisions," *Proceedings of the 1996 American Water Works Association National Conference*, June 1996, pp. 33-57. Reprinted for the International Business Communications "Privatization & Contract Operations" Conferences, July-August 1996.

"Applications of Decision Analysis Techniques to Water Conservation Program Planning," *Proceedings of the American Water Works Association CONSERV'96 Conference*, January 1996, pp.59-63.

"Benefit/Cost Evaluation of Water Conservation Programs," *Proceedings of the American Water Works Association CONSERV'96 Conference*, January 1996, pp. 395-399.

"Public Involvement Strategies That Work," with Elaine Jones, *Operations Forum*, vol. 11, no. 6 (June 1994), pp. 10-13. Also published in *Proceedings of the Water Environment Federation 66th Annual Conference and Exposition*, vol. 8 (October 1993), pp. 137-144.

"Public Involvement Strategies for Water Rate Change Acceptance," with Elaine Jones, *Journal AWWA*, vol. 85, no. 11 (November 1993), pp. 47-53. Also published in *Proceedings of the American Water Works Association Annual Conference and Exposition*, June 1993, pp. 41-57. Abbreviated version published as "Raising Rates: Involving the Public," *Public Works*, February 1994.

"Summer Water Demand Patterns in a Southwest City," *Proceedings of the American Water Works Association CONSERV '93 Conference*, December 1993, pp. 1491-1516.

"Balancing Interests of Wholesale and Retail Customers in Utility Ratemaking," with David S. Hasson, Ph.D., *Proceedings of the American Water Works Association Annual Conference and Exposition*, June 1993, pp. 541-556.

"Water Demand Monitoring in Austin, Texas," *Journal AWWA*, vol. 84 (October 1992), pp. 52-58.

"Time Differentiated System Load Impacts of Demand-Side Management: A Case Study," with Ken Monts, Ira Birnbaum, and Beverly Bonevac, *Electric Power Research Journal*, vol. 16 (1989), pp. 165-172.

"Institutional Barriers to Data Collection and Demand-Side Management Program Evaluation: Practical Lessons in Political Economy," *Proceedings of the 1988 American Council for an Energy Efficient Economy (ACEEE) Summer Study on Energy Efficiency In Buildings*, vol. 9 (August 1988), pp. 139-151.

"The Demand-Side Management Audit – An Integral Step to Least-Cost Utility Planning," with Robert K. Camera, *Proceedings of DSM Strategies in Transition – Third National Conference on Utility DSM Programs*, June 1987, pp. 34-1 through 34-11.